

A Meeting of Directors of Freegle Limited was held on 30th August 2018 at 4pm by Skype

The meeting started at: 4pm

Minutes of previous meeting can be found [here](#)

MEMBERSHIP OF FREEGLE LTD

All Freegle Volunteers are entitled to be Members of Freegle Ltd, which is registered in England as an Industrial and Provident Society for the Benefit of the Community. You can join at <http://freegle.it/JoinFreegleLtd>.

Members of the IPS are also entitled to a copy of Office Professional Plus. Please contact Christian at Christian_freegle@brenn.co.uk if you want to take advantage of this.

CURRENT BOARD

Andy Ludlow, Andrew Trusty, Cat Fletcher, Christian Brenninkmeijer, Edward Hibbert, Jo Fisher, Sheila Little, David Greenfield, Dee Moss.

BOARD VACANCIES

We have a vacancy for a Finance Director. Should we publicise this vacancy outside Freegle?

Agreed to do this; action on Edward to write a role description, run it past the Board for review.

APOLOGIES FOR ABSENCE

David Greenfield
Sheila Little

NO SHOWS

OFFICERS AND ROLE HOLDERS

Media - Cat
Volunteers - Edward
Company Secretary - Andy
Finance - Vacant
Fundraising - Edward

Board Secretary - Jo
Partnerships - Edward
CTO - Edward

DECLARATIONS OF INTEREST

This can be found [here](#)

Cat and David will be forming a company to run Tech Takeback events. Cat to add.

SUMMARY OF MEETING

- Board Discussed elections for AGM
- Fundraising and sponsorship for business cards
- Vacant finance role description to be drafted and we'll be promoting externally
- We reviewed Cat and Edward's KPIs - reports below
- Deadline for groups moving to ModTools is the end of September. Leaving Yahoo timeline :
<https://docs.google.com/document/d/1stGkGiub8lwYPs7keb0Q09GXbbuCVibHY7D9mROf5zY/edit>
- We plan to put Freegle forward for ebay favourite charity fundraiser again this year
- Board needs to discuss VAT registering Freegle

MATTERS ARISING

- [Timeline](#) - August/September Actions

Board agreed to confirm existing auditor for next year.

Directors will step down - Andrew T (not restanding), Christian (will restand), Edward

Action: Edward to forward details to ROs

Approx Date	Actual Date	Event	Details	Responsible Person	Wiki link ref.
August 2018	August 30th 2018	Board Quarterly review of finances	Finance review included in agenda	Jo and Board	
August 2018		AGM	Confirm auditor or verifier for next year to RO	Co Sec/Board	
August 2018		AGM	Prepare Directors Report	Chairman/Board	
August 2018		AGM	Prepare Financial Report	Finance Director/Board	

August 2018		AGM and Director election	Send out preliminary details and call for Members	AGM and Election RO	
August 2018		Director Election	Decide which Directors are standing down and inform RO	Board	http://wiki.ilovefreegle.org/Rules#Retirement_Cycle
August 2018	7th September	Director Election	Voting process starts, call for nominations	Election RO	http://wiki.ilovefreegle.org/Election_Timetable_Guidelines
August 2018		Finance Quarterly Review	Review of where we're at budget expenditure vs predicted	Board	
September 2018	16th September latest	AGM	Formal notification to Members (Rules require 14 clear days)	AGM RO	
September 2018	16th September	Director Election	Last day for nominations, ask for statements (min 7 days from call for nomination s)	Election RO	
September 2018	21st September	Director Election	Last day for receiving statements from candidates (min 3 days after nomination end)	Election RO	
September 2018	22nd September	Director Election	Q&A starts	Election RO	
September 2018		AGM	Last date for receipt of resolutions	AGM RO	
September 2018	27th September	Director Election	Q&A finishes (min 6 days for session)	Election RO	
September 2018	28th September midnight	Membership drive	Deadline for Membership applications (48 hours before AGM starts)	Co Sec	
September 2018	1st October	Director Election	Voting starts (if required)	Election RO	
September 2018	1st October	AGM	Starts	Chairman	
September 2018	1st October	AGM	24 hour poll to determine quorum starts	AGM RO	
September 2018	6th October	Director Election	Voting ends (if required)	Election RO	
September 2018	6th October	Director Election	Current relevant directors stand down	Directors as appropriate	

September 2018	7th October	Director Election	New Directors appointed	Election RO	http://wiki.ilovefreegle.org/Director_Induction_Information
September 2018	7th October	Director Election	Update Membership Register	Co Sec	
September 2018	7th October	AGM	Ends	Chairman	

Action: Andy to send initial reminder to members to join in order to vote in AGM

Action: Board to consider potential new board members especially with finance and fundraising experience . to be discussed on the board group

Action: Edward and Cat to update Board on the call time/date for Board members to attend if possible

Finance role description to be drafted and advertised via social media to help to fill the role

Action: Edward to draft

- **Contract Review**

From AOB last month:

- There is a possibility that Edward may get some other IT contracting for 3-6 months. If this happens then I will not invoice Freegle during that period, and just keep the system running with any emergency fixes on a voluntary basis.

Edward is doing a six month contract from 3rd September. He suggests that there is little point in revisiting the contracts before they are due to finish at end-September, and we should review at the September Board meeting so that we can see whether to renew none, one or both of these.

Action: Jo to include further discussion at September Board

- **Actions from Face 2 Face**

Fundraising/sponsorships

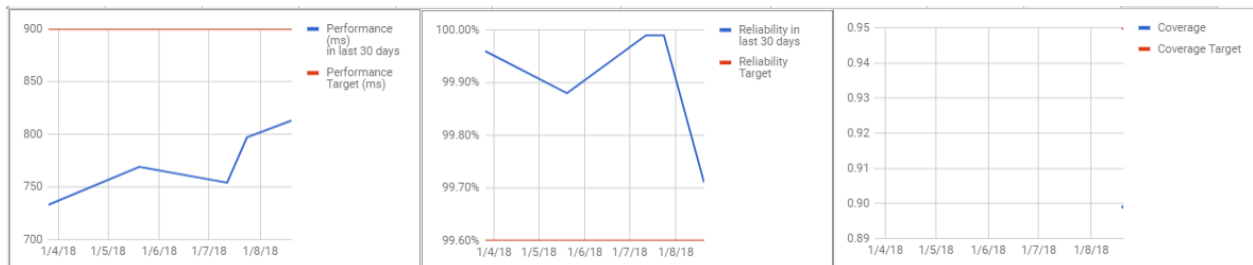
We're awaiting feedback from potential sponsors and Chris is looking at additional fundraising options for business cards.

- **GDPR** - Edward is liaising with John on amendments needed and further updates (carried forward to September)

- **Platform Contract** - Edward is using code coverage instead of support calls as a KPI.

CTO

KPIs:

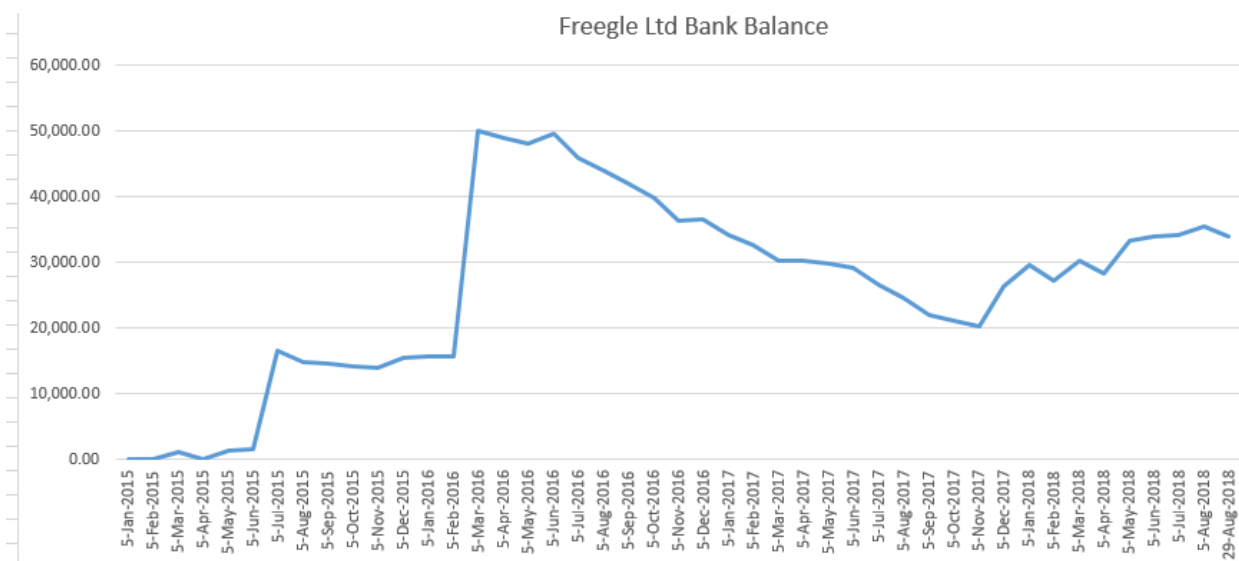


- We had some performance issues leading to a few brief outages over the last couple of weeks. I've applied some fixes.
- I've added Code Coverage as a KPI and removed Support Calls.

Other:

- I'm experimenting with predicting how reliable freeglers might be. This is promising but needs considerable care.
- I've added some automation of our testing and code coverage. You can see the outputs at <https://travis-ci.com/Freegle/iznik-server> and <https://coveralls.io/github/Freegle/iznik-server>. This improves the quality of our testing and also makes us look a bit more attractive to potential geeks.

Finance & Fundraising (Edward)



- Last month is incomplete (not yet paid Cat's invoice, or received advertising/donation income).
- Reserve Policy to be reviewed for Board approval - £1500. **Board Approves**
- VAT.
 - Freegle is not VAT registered, and therefore does not reclaim VAT. This is because we have never had to consider it and are not required to do so until our income is significantly higher.
 - Edward is doing more contracting work, and has set up a company for this purpose; this is standard contracting procedure. He wishes to transition payment by Freegle to that company (i.e. invoices come from that company and payments go to a company bank account). Freegle already pays Chris Cant through his company, so that's fine.
 - The norm for an IT contractor is that the company is VAT registered (even though below the threshold at which this is mandatory) to allow it to reclaim VAT on business expenses such as hardware or hotel costs. However registering for VAT would require VAT to be charged on all bills; you can't mix and match.
 - The norm for charities is to also be VAT registered, so they would reclaim any VAT charged. We might need to double-check this with our accountant, but those interested can read more at <https://www.gov.uk/guidance/how-vat-affects-charities-notice-7011>
 - There are various options:
 - Freegle registers for VAT and does VAT returns. Freegle's treasurer does not want to do this - it's a bit of a pain - so it's not clear how this would happen. It might mean paying someone to do VAT returns.
 - Freegle suddenly starts paying VAT on contract work with Edward. That's not acceptable for existing contracts (can't change the terms) and it would be a big price hike for new contracts.
 - Edward's company doesn't register for VAT so as not to inconvenience Freegle. This means that that the Freegle contract is adversely affecting Edward's other contract work. The VAT reclaim in this example might be around £2K/year, so it's a significant figure.
 - Long term Freegle probably needs to register for VAT - this issue might well arise in future with other contracts. Edward can offer to not VAT register his company for at least a year.

Action: Christian to do some further research on charity VAT
Board will need to make a decision on this in the near future

Councils (Edward)

Natalie and Edward have a draft "plan of attack" which will come to the Board for review shortly.

Cat is going to the RWM conference and will ask FRN again for their updated weights estimates.

We need to do a media pack for councils, similar to WRAP's. **Action: Cat to work on these**

Link provided for Croydon council waste collection calendar. **Action Dee to take a photo of this Freegle advertisement and post to central**

Volunteers (Edward)

David forwarded an offer from the Berkshire British Computing Society to put volunteer opportunities in their newsletter. We have sent something for them to add.

Media (Cat)

Reusable cups update

5 sold in August

Awaiting 'Freegle' logo cup sleeves, ordered after original order, then promotional campaign will roll out. And in-cafe proper launch (expected to happen mid-sept when sleeves arrive)

Postage for online sales are 2nd class £2.95 and 1st class £3.45

Need to discuss best way to process orders.

Online form with link to paypal? Order comes through to cat to action, and once payment confirmed by treasurer, cup is sent out?

Plastic action from above, I'm sorry i didn't do that, well I didn't submit ideas to Board, but we have been running plastic-focused posts consistently for 2+ months now (summer/garden themed) and will alter focus to household and electronic plastics moving on. We've also had a #BackToSchool theme happening (will continue into Oct for Uni students). Zero Waste is main Sept social media theme.

Council media pack. I can action and complete this in coming week....

Funding for biz cards. Have asked. Am meeting up with Suez (waste company) at RWM 12/13 Sept in Birmingham to discuss fully.

Company Secretary (Andy)

No new members this month.

Development (Jacky)

1. Task 82 - Finance Procedures: Review of tender/contract limits

I don't think the Board has approved this recommendation of changed wording, sent on 5th June? If approved, I can add it to the wiki if you wish.

2. Task 79 - Public Interest Disclosure/Whistleblowing

The group discussed and polled on this Policy and Procedure and have sent it to the Board for approval/amendment.

Action Jo to advise both approved

3. Task 3 - Regular Admins

As requested by Edward, the group are discussing wording for a number of Admins/Tips that can be sent out via Modtools at intervals throughout the year. It is agreed that wording needs to be upbeat and not bossy or admonitory, that the option to edit or not send them should be available for each group's team, and that a selection could be provided which cover particular issues on a group as well as seasonal ideas. This task is ongoing.

AOB

- We will resurrect the task to put crucial documents somewhere safe. **Action Jo and Edward to look over this**

DATE OF NEXT MEETING

September 27th - 7pm

October 25th

November 29th

December - Face 2 Face - Date TBC **Including finance review**